

RECORDATION NO. 13234-F FILED

# HOPKINS & SUTTER

MAY 19 '00

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(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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SURFACE TRANSPORTATION BOARD

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May 18, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

Dear Secretary Williams:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two original executed copies and one counterpart of a Memorandum of Partial Termination and Extension, dated as of April 30, 1998, relating to a Conditional Sale Agreement (the "CSA") dated as of July 1, 1981, between Marine Industrie Limitee (predecessor-in-interest to LaSalle National Bank ("Agent")) and Exchange National Bank of Chicago (predecessor-in-interest to, prior to a merger with LaSalle National Bank ("Trustee")), covering hopper cars and rotary gondolas bearing road numbers as shown on Schedule A attached, and recorded and filed on September 4, 1981 under Recordation Number 13234, which document is a primary document.

Following is a short summary of the enclosed document and primary document and secondary documents to which it relates:

## Document to be Recorded

Memorandum of Partial Termination and Extension dated as of April 30, 1998 between **GE Capital Railcar Services Canada Inc.**, a Canadian corporation, and **Canadian National Railway Company**, a Canadian corporation.

Primary Document to Which it Relates

Conditional Sale Agreement Between **Marine Industrie Limitee** (predecessor-in-interest to **LaSalle National Bank**, the assignee of the vendor, ("Agent")) as vendor and **Exchange National Bank of Chicago** (predecessor-in-interest to, prior to a merger with **LaSalle National Bank**) as vendee ("Trustee"), dated as of July 1, 1981, and recorded and filed on September 4, 1981 under Recordation Number 13234.

Secondary Documents to Which it Relates

1. Agreement and Assignment dated as of July 1, 1981, between **Marine Industrie Limitee** (predecessor-in-interest to **LaSalle National Bank**) and **LaSalle National Bank**, as Agent, recorded and filed on September 4, 1981 under Recordation Number 13234-A.
2. Lease of Railroad Equipment dated as of July 1, 1981, between **Canadian National Railway**, Lessee, and **Exchange National Bank of Chicago** (predecessor-in-interest to, prior to a merger with **LaSalle National Bank**, as Trustee, and recorded and filed on September 4, 1981 under Recordation Number 13234-B.
3. Assignment of Lease and Agreement dated as of July 1, 1981, between **Exchange National Bank of Chicago** (predecessor-in-interest to, prior to a merger with **LaSalle National Bank**, as Trustee and **LaSalle National Bank**, as Agent, recorded and filed on September 4, 1981 under Recordation Number 13234-C.
4. Amendment Agreement dated as of February 1, 1982 among **Canadian National Railway Company**, as Lessee, **American Home Assurance Company** and **Commerce & Industry Insurance Company**, as Owners, **Exchange National Bank of Chicago** ("predecessor-in-interest to, prior to a merger with **LaSalle National Bank**), as Owner Trustee, **LaSalle National Bank**, as Agent, and **Marine Industrie Limitee** (predecessor-in-interest to **LaSalle National Bank**), as Builder, recorded and filed on March 17, 1982 under Recordation Number 13234-D.
5. Instrument of Release and Discharge of Security Interest and Assignment; and Termination of Owner Trust, dated as of January 2, 1997, and executed by **LaSalle National Bank** as agent (Vendor) and as trustee (Vendee), and by **General Electric Capital Canada Leasing, Inc.** (Owner), recorded and filed on April 2, 1997 under Recordation Number 13234-E.

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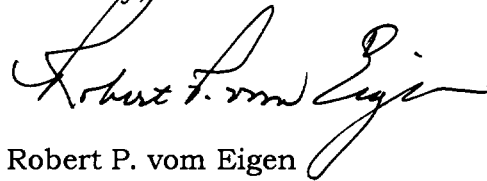
The names and addresses of the parties to the enclosed document are as follows:

Canadian National Railway Company  
935 de La Gauchetiere Street West  
Montreal Quebec, Canada H3B 2M9

GE Capital Railcar Services Canada Inc  
Suite 2401  
421 Seventh Ave., SW  
Calgary Alberta T2P4K9

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert P. vom Eigen". The signature is fluid and cursive, with the first name "Robert" and last name "Eigen" being more prominent than the middle initial "P. vom".

Robert P. vom Eigen

RPV:dmo

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**MEMORANDUM OF PARTIAL TERMINATION AND  
EXTENSION** dated as of April 30, 1998 between **General Electric Capital  
Railcar Services Canada Inc.**, a Canadian corporation, and  
**Canadian National Railway Company**, a Canadian corporation.

**WHEREAS, Marine Industrie Limitee** (predecessor-in-interest to **LaSalle National Bank**, the assignee of the vendor, ("Agent")) as vendor and **Exchange National Bank of Chicago** (predecessor-in-interest to, prior to a merger with, **LaSalle National Bank**) as vendee ("Trustee") entered into a Conditional Sale Agreement dated as of July 1, 1981, as amended by an Amendment Agreement dated as of February 1, 1982, ("CSA"), covering the construction and sale of the covered hopper cars and the rotary gondolas described therein, whereby, among other things, the Agent retained a security interest in such hopper cars and such rotary gondolas until the Trustee fully satisfied its obligations thereunder;

**WHEREAS, Canadian National Railway Company** as lessee ("Lessee") entered into a Lease of Railroad Equipment dated as of July 1, 1981, as amended by an Amendment Agreement dated as of February 1, 1982, ("Lease"), with the Trustee as lessor (and owner-trustee pursuant to a Trust Agreement of even date ("Trust Agreement")) with **American Home Assurance Company** and **Commerce & Industry Insurance Company** predecessors-in-interest to **General Electric Capital Canada Leasing, Inc.** as owner (the "Owner")), covering such hopper cars and such rotary gondolas;

**WHEREAS**, the original Lease was filed with the Interstate Commerce Commission (now the Surface Transportation Board) pursuant to 49 U.S.C. Section 11303 (now Section 11301) on September 4, 1981 at 11:10 a.m. with recordation number 13234-B and deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act) on September 3, 1981 at 9:51 a.m.;

**WHEREAS**, pursuant to an Assignment of Lease and Agreement ("Assignment") dated as of July 1, 1981 between the Trustee and the Agent, the Trustee transferred and assigned to the Agent, as collateral security for the payment and performance of the Trustee's obligations under the CSA, all its right, title and interest in the Lease (including, among other things, the right to receive all payments under the Lease from the Lessee);

**WHEREAS**, by an Instrument of Release and Discharge of Security Interest and Assignment; and Termination of Owner Trust dated as of January 2, 1997 ("Instrument"), 1) the Agent w) released and discharged, in favour of the Trustee, all its right, title and interest in the Lease including the 108 hopper cars and the 271 rotary gondolas remaining thereunder and x) agreed that the Assignment had terminated and, simultaneously therewith, 2) the Trustee, at the request of the Owner, y) transferred all its right, title and interest in the Trust Estate (as defined in the Trust Agreement) to the Owner and z) agreed that the Trust Agreement had terminated;

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**WHEREAS**, the Owner, pursuant to the Instrument, became the Lessor (as such term is defined in the Lease), then, transferred all its right, title and interest in the Lease, such hopper cars and such rotary gondolas to **GE Capital Railcar Services Canada Inc.**, who, among other things, becomes Lessor thereunder;

**WHEREAS**, at the expiration of the base term of the Lease, the Lessee returned 220 of such rotary gondolas, which are included in Schedule A - Gondolas attached hereto, to the Lessor on or about January 2, 1997; and

**WHEREAS**, the Lessor and the Lessee entered into a Second Amendment Agreement dated as of January 2, 1997 to the Lease whereby, among other things, the Lease was bifurcated, as to rights and obligations, into two separate leases to accomplish the following: i) a long term extension, to January 1, 2012, with respect to the 108 hopper cars described in Schedule A- Hoppers attached hereto (the "Hopper Lease") and ii) provide for a short term lease, to April 30, 1998, for the balance of 51 rotary gondolas included in such Schedule A - Gondolas (the "Gondola Lease").

**IN WITNESS WHEREOF**, the parties wish to show, as of the day and year first above written, for the public record that:

- 1) The Lease or the Gondola Lease, as the case may be, has been terminated in respect of all rotary gondolas specified in Schedule A - Gondolas; and
- 2) The Hopper Lease in respect of the hopper cars specified in Schedule A - Hoppers is in full force and effect and, unless earlier terminated in accordance with its provisions, shall terminate on January 1, 2012;

and accordingly have caused this Memorandum to be executed, by corporate officers thereunto duly authorized.

**GE RAILCAR SERVICES, INC.**, as successor in interest to GE Capital Railcar Services Canada, Inc., as lessor

By: 

Its: 

**CANADIAN NATIONAL RAILWAY COMPANY**, as lessee

By: 

Its: Sr. Manager Asset Finance

PROVINCE / STATE OF Manitoba )  
COUNTY / CITY OF Winnipeg )

*In the matter of a Memorandum  
dated as of April 30, 1998*

On this 4th day of <sup>May</sup>~~April~~ 2000, before me personally appeared James G. Forcasson, to me personally known, who, being by me duly sworn, says that he / she is Vice President Finance of GE Railcar Services, Inc., that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public


My commission expires: D. BLAIR NIXON  
Barrister & Solicitor

[Notarial Seal]

PROVINCE OF QUEBEC )  
DISTRICT OF MONTREAL )

*In the matter of a Memorandum  
dated as of April 30, 1998*

On this 5th day of <sup>May</sup>~~April~~ 2000, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is Senior Manager Asset Finance of Canadian National Railway Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Commissioner for Oaths

lawyer, 190021-8

My commission expires: \_\_\_\_\_

[Seal]

## **SCHEDULE A - HOPPERS**

**LEASE EXTENDED TILL JANUARY 1, 2012 WITH RESPECT TO THE FOLLOWING CARS:**

**One-hundred Ton Steel Covered Hopper Cars** built by Marine Industrie of Sorel, Quebec.

**108** units bearing marks and numbers as follows:

CN 382169  
CN 382362  
CN 382364 - 382368 inclusive  
CN 382373 - 382376 inclusive  
CN 382379 - 382384 inclusive  
CN 382386 - 382387 inclusive  
CN 382389 - 382392 inclusive  
CN 382394 - 382395 inclusive  
CN 382399- 382417 inclusive  
CN 382419 - 382421 inclusive  
CN 382423 - 382424 inclusive  
CN 382427  
CN 382429 - 382434 inclusive  
CN 382437 - 382441 inclusive  
CN 382444 - 382448 inclusive  
CN 382453  
CN 382469  
CN 382494 - 382496 inclusive  
CN 382501 - 382502 inclusive  
CN 382504 - 382505 inclusive  
CN 382515 - 382516 inclusive  
CN 382520  
CN 382531 - 382532 inclusive  
CN 382535 - 382537 inclusive  
CN 382539 - 382540 inclusive  
CN 382546  
CN 382549 - 382553 inclusive  
CN 382556  
CN 382558 - 382559 inclusive  
CN 382563 - 382566 inclusive  
CN 382581 - 382582 inclusive  
CN 382585 - 382586 inclusive  
CN 382612  
CN 382618  
CN 382622 - 382623 inclusive  
CN 382625 - 382626 inclusive

## **SCHEDULE A - GONDOLAS**

### **LEASE TERMINATED WITH RESPECT TO THE FOLLOWING CARS:**

**One-hundred Ton Steel Rotary Gondolas** built by Marine Industrie of Sorel, Quebec

**271** units bearing marks and numbers as follows:

CN 199601 - CN 199618 inclusive  
CN 199620 - CN 199624 inclusive  
CN 199626 - CN 199627 inclusive  
CN 199629 - CN 199663 inclusive  
CN 199665 - CN 199681 inclusive  
CN 199683 - CN 199692 inclusive  
CN 199694 - CN 199704 inclusive  
CN 199706 - CN 199733 inclusive  
CN 199735 - CN 199740 inclusive  
CN 199742  
CN 199744 - CN 199754 inclusive  
CN 199756 - CN 199766 inclusive  
CN 199768 - CN 199788 inclusive  
CN 199790 - CN 199793 inclusive  
CN 199796 - CN 199800 inclusive  
CN 199802 - CN 199806 inclusive  
CN 199808 - CN 199818 inclusive  
CN 199820 - CN 199825 inclusive  
CN 199827 - CN 199829 inclusive  
CN 199831  
CN 199833 - CN 199842 inclusive  
CN 199844 - CN 199880 inclusive  
CN 199882 - CN 199892 inclusive  
CN 199894 - CN 199895 inclusive

Note: During the term of the Gondola Lease, CN 199679 suffered a 'Casualty Occurrence' for which the 'Casualty Value' therefor has been paid. All right, title and interest in such rotary gondola has passed to the Lessee.